

REDACTED VERSION OF EXHIBIT

Exhibit 1-C

North Bay Services



Contract Work Authorization (CWA)

This is Change Order ("CO") No. 009 to Contract Work Authorization Matter Number 1707000 dated 12/14/2018, as modified by Change Order No. 008 on 09/25/2018 (collectively the "CWA") and is issued under and pursuant to the Blanket Agreement or Master Service Agreement No. 4400011341 dated 01/17/2017 (the "MSA"), between the below-named Contractor ("Contractor"), a Delaware Limited Liability Partnership, and Pacific Gas and Electric Company ("PG&E"), a California corporation with its headquarters located at 77 Beale Street, San Francisco, California 94105. Contractor shall perform all Work under this CWA pursuant to and in accordance with the terms and conditions of the MSA. "CO" No. 009 extends from December 1, 2018 through March 31, 2018 and supersedes "CO" No. 008 which was originally contracted through December 31, 2018. Billings have been made under "CO" No. 008 through November 30, 2018.

Contractor's Legal Name:	PricewaterhouseCoopers LLP	This Change Order consists of 11 pages.
Contractor's Address:	300 Madison Avenue New York, NY 10017	
Project Name:	PMO and Data Response Support at the Direction of Law	
Job Location:	Contractor's offices, PG&E offices in San Francisco and other locations as needed.	

CHANGES: The Parties hereby modify the Contract Work Authorization referenced above as follows:

1. The total value of the CWA is \$16,609,661

This amendment to the CWA modifies the Scope of Work included in Attachment 1 to include additional activities Contractor will perform as of December 1, 2018, which will include providing ongoing consulting services to support PG&E in its Corporate Incident Management process related to the 2017 North Bay Fires and other major events in its service territory, including Strategy, Operations, and Legal Support activities, as described in Attachment 1 hereto. Scope of services may be extended to include other major events as agreed to between Contractor and PwC via an executed Amendment to this CWA Change Order.

ALL WORK PERFORMED UNDER THIS CWA IS PRIVILEGED AND CONFIDENTIAL, PERFORMED AT THE DIRECTION OF AND UNDER THE SUPERVISION OF THE PG&E LAW DEPARTMENT

ATTACHMENTS: The following are attached to this CWA Change Order No. 009 and incorporated herein by reference:

Attachment 1: Change Order No. 009 Amended Scope of Work (Privileged and Confidential, performed at the direction of and supervision of PG&E Law Dept.)

Attachment 1-A: Resource Sheet

Period of Performance: Upon CWA execution, work is extended for 120 days, from December 1, 2018 - March 31, 2019

PRICING CHANGES	Previous Total CWA Value:	\$13,820,220
	Addition or Deduction:	\$2,789,441
	Revised Total CWA Value:	\$16,609,661

All other terms and conditions of the CWA, as it may have been amended by previous CWA Change Order(s) if any, shall remain the same.

THE PARTIES, BY SIGNATURE OF THEIR AUTHORIZED REPRESENTATIVES, HEREBY AGREE TO THE TERMS OF THIS CWA CHANGE ORDER NO. 009.

PACIFIC GAS AND ELECTRIC COMPANY		CONTRACTOR: PRICEWATERHOUSECOOPERS LLP	
Signature		Signature	
Name	Janet Loduca	Name	Todd Jirovec
Title	Senior VP and Deputy General Counsel	Title	Principal
Date	12/17/18	Date	12/20/18



ADMINISTRATION			
PG&E Negotiator	Linda Winter	Contractor Representative	Todd Jirovec
Phone	415-973-9191	Phone	214-616-2977
Email	linda.winter@pge.com	Email	todd.jirovec@pwc.com
Accounting Reference			

INTERNAL PG&E USE ONLY		
Distribution Date		
Distribution of Copies:	<input type="checkbox"/> Document Services (Signed Original Copy) Mail Code N5D 245 MARKET ST., SAN FRANCISCO	<input type="checkbox"/> Contractor (Signed Original Copy)
	<input type="checkbox"/> Work Supervisor	<input type="checkbox"/> Manager
	<input type="checkbox"/> Invoice Approver	<input type="checkbox"/> Supervisor
	<input type="checkbox"/> V.P.	<input type="checkbox"/> Sourcing/ Purchasing
	<input type="checkbox"/> Director	<input type="checkbox"/> Law



Attachment 1

Change Order No. 009 AMENDED SCOPE OF WORK

ALL WORK PERFORMED UNDER THIS CWA IS PRIVILEGED AND CONFIDENTIAL, PERFORMED AT THE DIRECTION OF AND UNDER THE SUPERVISION OF THE PG&E LAW DEPARTMENT.

Contractor will provide the following consulting services to assist PG&E with its Corporate Incident Management processes related to the 2017 North Bay Fires and other major events in its service territory, including Strategy, Operations, and Legal Support activities:

1. Scope of Services:

Strategic Support	
Cross Functional Strategy	<ul style="list-style-type: none">- Assist with identification of critical action items related to developing priorities of the organization, driving and tracking strategic priorities and developing work plans for cross-functional workstreams- Assist with development of materials and facilitation of Cross-Functional Strategy working group- Support preparation for Board of Director communications and meetings- Support compilation and distribution of materials for the Senior Leadership team, including regularly scheduled meetings and weekly Senior Leadership Update package
Operations and Resiliency Support	
Resiliency – Overall Community Wildfire Safety Program Support	<ul style="list-style-type: none">- Support development of Senior Team updates and Board materials (e.g., SNO, CPP)- Assist in standing up additional mitigation programs (e.g., enhanced Distribution inspections) as needed- Support risk prioritization framework and model analysis
Resiliency – Enhanced and Accelerated Inspections & Repairs	<ul style="list-style-type: none">- Support resource and cost forecasts for Transmission and Distribution work plans in coordination with Business Finance and Operational SMEs- Provide input on data collection process for improved analytics- Support advanced data analytics of enhanced inspections (e.g., drones, detailed visual inspections) and develop proof of value scope for both near-term and long-term inspection roadmap- Support process mapping and alignment of cross-functional teams
Resiliency – Public Safety Power Shutoff Program Support	<ul style="list-style-type: none">- Support development of future state scope and workplan refinement- Support PSPS Action Item PMO in closing action items from PSPS EOC activations
Resiliency – Cross-CWSP Coordination	<ul style="list-style-type: none">- Assist in developing workplan on people, processes, and tools to coordinate planning and scheduling of external outreach of CWSP programs (e.g., VM and enhanced inspections)
Resiliency – SB 901 Wildfire Mitigation Plan	<ul style="list-style-type: none">- Refine and progress draft plan through identified review gates- Support anticipated submission of plan in Feb 2019 timeframe



Event Analysis – CalFire / CPUC Data Requests	
Event Analysis - CalFire / SED Report Prep and Response	
Event Analysis - Event Leads Support	
Event Analysis - Process Improvements (EA)	
Event Analysis – EOC Activation Action Items	
Legal Support	
Law PMO	
Budget tracking and forecasting	
Legal hold	
eDiscovery PMO support	
Outside Counsel coordination	